

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

HARRAH'S ENTERTAINMENT, INC., and
HARRAH'S OPERATING COMPANY, INC.

(Registration)

NINETEENTH REVISED ORDERS OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on December 7, 2005, and before the Nevada Gaming Commission ("Commission") on December 22, 2005, in Carson City, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE
RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, have been
filed:

a. The application of Harrah's Entertainment, Inc. for an amendment to its
Order of Registration;

b. The applications of Harrah's Operating Company, Inc. for (i) a finding of
suitability as the sole shareholder of Harrah's Imperial Palace Corp. (ii) approval to place
restrictions upon the transfer of, and to enter into agreements not to encumber, the equity
securities of Harrah's Imperial Palace Corp. in conjunction with a Second Amended and
Restated Credit Agreement dated January 31, 2005, 8% Senior Notes Due 2011 and Senior
Floating Rate Notes Due 2008, and (iii) an amendment to its Order of Registration; and

c. The applications of Harrah's Imperial Palace Corp. for (i) a nonrestricted gaming license, including a race book and sports pool (ii) licensure to conduct off-track pari-mutuel race and sports wagering, and (iii) licensure as a manufacturer and distributor.

2. THAT the Eighteenth Revised Orders of Registration of Harrah's Entertainment, Inc., and Harrah's Operating Company, Inc., dated June 10, 2005, are hereby amended and restated, in their entirety, by these Nineteenth Revised Orders of Registration.

3. THAT Harrah's Entertainment, Inc., is registered as a publicly traded corporation and is found suitable as the sole shareholder of Harrah's Operating Company, Inc.

4. THAT Harrah's Operating Company, Inc., is registered as a publicly traded corporation and is found suitable as the sole shareholder of Harveys Casino Resorts, Rio Hotel & Casino, Inc., Harrah's Las Vegas, Inc., Harrah's Laughlin, Inc., Parball Corporation, Consolidated Supplies, Services and Systems, and Caesars, World, Inc. and Harrah's Imperial Palace Corp.

5. THAT Harveys Casino Resorts is registered as an intermediary company and is found suitable as the sole shareholder of Harveys Tahoe Management Company, Inc.

6. THAT Harrah's Operating Company, Inc., is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

7. THAT Harrah's Operating Company, Inc., dba Harrah's Casino Hotel Reno, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 300 East 2nd Street, Reno, subject to such conditions or limitations as may be imposed by the Commission.

8. THAT Rio Hotel & Casino, Inc., is registered as an intermediary company and is found suitable as the sole shareholder of Rio Properties, Inc.

9. THAT Harrah's Las Vegas, Inc., dba Harrah's Casino Hotel Las Vegas, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations,

including a race book and sports pool, at 3473 Las Vegas Boulevard South, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

10. THAT Harrah's Laughlin, Inc., dba Harrah's Casino Hotel Laughlin, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 2900 South Casino Drive, Laughlin, subject to such conditions or limitations as may be imposed by the Commission, and is licensed as a distributor, subject to such conditions or limitations as may be imposed by the Commission.

11. THAT Harrah's Laughlin, Inc., dba Harrah's RV Plaza/Convenience Center, is licensed to conduct restricted gaming operations at 2900 S. Casino Drive, Laughlin, subject to such conditions or limitations as may be imposed by the Commission.

12. THAT Harveys Tahoe Management Company, Inc., dba Harveys Resort Hotel/Casino, dba Harrah's Casino Hotel Lake Tahoe and dba Bill's Lake Tahoe Casino, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at Highway 50, Stateline, and is licensed as a manufacturer and as a distributor, all such licenses subject to such conditions or limitation as may be imposed by the Commission.

13. THAT Rio Properties, Inc., dba Rio Suite Hotel & Casino, is licensed to conduct off-track pari-mutuel race and sports wagering and nonrestricted gaming operations, including a race book and sports pool, at 3700 West Flamingo Road, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

14. THAT Parball Corporation is registered as an intermediary company and is found suitable as the sole shareholder of FHR Corporation and Flamingo Laughlin, Inc.

15. THAT Caesars World, Inc., is registered as an intermediary company and is found suitable as the sole shareholder of Caesars Palace Corporation and Caesars World Business Services Corporation.

16. THAT Caesars Palace Corporation is registered as an intermediary company and is found suitable as the sole shareholder of Desert Palace, Inc.

17. THAT Desert Palace, Inc., dba Caesars Palace, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, and to operate International Gaming Salons, at 3570 Las Vegas Boulevard South, Las Vegas; and that Desert Palace, Inc., is licensed as a manufacturer and distributor, all such licenses subject to such conditions or limitations as may be imposed by the Commission.

18. THAT Desert Palace, Inc., is registered as an intermediary company and is found suitable as the sole shareholder of Tele/Info, Inc.

19. THAT Tele/Info, Inc., is licensed as a disseminator, subject to such conditions or limitations as may be imposed by the Commission.

20. THAT Caesars World Business Services Corporation is licensed as a key employee of FHR Corporation, dba Reno Hilton, subject to such conditions or limitations as may be imposed by the Commission.

21. THAT the approvals granted herein for Tele/Info, Inc., are expressly conditioned that Desert Palace, Inc., or any of its affiliated companies, shall only be allowed to have a contractual relationship with one race track or race association at a time for the purpose of receiving and disseminating live broadcasts.

22. THAT Parball Corporation, dba Flamingo Hilton Las Vegas, and dba O'Sheas Casino, is licensed to conduct off-track pari-mutuel race wagering and sports wagering and nonrestricted gaming operations, including a race book and sports pool, at 3555 Las Vegas Boulevard South, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission, and is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

23. THAT Parball Corporation, dba Bally's Las Vegas/Paris Las Vegas, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a

race book and sports pool, at 3645 Las Vegas Boulevard South, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission; provided that, the license issued to Parball Corporation to conduct gaming at Bally's Las Vegas/Paris Las Vegas is expressly conditioned upon the existence and maintenance of a pedestrian walkway linking Bally's Las Vegas/Paris Las Vegas at 3645 Las Vegas Boulevard, South and 3655 Las Vegas Boulevard, South and further, that said pedestrian walkway be open and accessible to the public during all times that gaming is conducted on the premises of Bally's Las Vegas/Paris Las Vegas.

24. THAT FHR Corporation, dba Reno Hilton Resort, is licensed to conduct off-track pari-mutuel race wagering and sports wagering and nonrestricted gaming operations, including a race book and sports pool, at 2500 East Second Street, Reno, subject to such conditions or limitations as may be imposed by the Commission, and is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

25. THAT Flamingo Laughlin, Inc., dba Flamingo Laughlin, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 1900 Casino Drive, Laughlin, subject to such conditions or limitations as may be imposed by the Commission, and is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

26. THAT Consolidated Supplies, Services and Systems is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

27. THAT Harrah's Imperial Palace Corp., dba Imperial Palace Hotel & Casino, is licensed to conduct off-track pari-mutuel race and sports wagering and nonrestricted gaming operations, including a race book and sports pool, at 3535 South Las Vegas Boulevard, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission, and is

licensed as a manufacturer and distributor, all such licenses subject to such conditions or limitations as may be imposed by the Commission.

28. THAT in conjunction with the Second Amended and Restated Credit Agreement, dated January 31, 2005, as amended ("Credit Agreement"), the private placement of 8% Senior Notes due 2011 ("Senior Notes"), and the private placement of Senior Floating Rate Notes Due 2008 ("Senior Floating Rate Notes") Harrah's Operating Company, Inc., is granted approval pursuant to NGC Regulations 15.510.1-4 and 15.585.7-3, as applicable, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Harrah's Las Vegas, Inc., Harrah's Laughlin, Inc., Rio Hotel & Casino, Inc., Harveys Casino Resorts, Parball Corporation, Consolidated Supplies and Services, Caesars World, Inc. and Harrah's Imperial Palace Corp.

29. THAT in conjunction with the Credit Agreement, the Senior Notes, and the Senior Floating Rate Notes, Harveys Casino Resorts is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Harveys Tahoe Management Company, Inc.

30. THAT in conjunction with the Credit Agreement, the Senior Notes, and the Senior Floating Rate Notes, Rio Hotel & Casino, Inc., is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Rio Properties, Inc.

31. THAT in conjunction with the Credit Agreement, the Senior Notes, and the Senior Floating Rate Notes, Parball Corporation is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of FHR Corporation and Flamingo Laughlin, Inc.

32. THAT in conjunction with the Credit Agreement, the Senior Notes, and the Senior Floating Rate Notes, Caesars World, Inc. is granted approval, pursuant to NGC Regulation

15.585.7-3, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Caesars Palace Corporation.

33. THAT in conjunction with the Credit Agreement, the Senior Notes, and the Senior Floating Rate Notes, Caesars Palace Corporation is granted approval, pursuant to NGC Regulations 15.510.1-4 and 15.585.7-3, as applicable, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Desert Palace, Inc.

34. THAT in conjunction with the Credit Agreement, the Senior Notes, and the Senior Floating Rate Notes, Desert Palace, Inc. is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Tele/Info, Inc.

35. THAT Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., Harrah's Shreveport/Bossier City Holding Company, LLC, Harrah's Shreveport Investment Company, LLC, Harrah's Shreveport Management Company, LLC, Harrah's New Orleans Management Company, Harrah's Shreveport/Bossier City Investment Company, LLC, and Harrah's Bossier City Investment Company, LLC, dba Harrah's Louisiana Downs are each granted approval to share in the revenue from the conduct of off-track pari-mutuel race wagering, said approval conditioned as follows:

a. That the following information, except that which is already reported to the Board pursuant to the requirements of NRS 463.680, *et. seq.*, pertaining to Foreign Gaming, shall be reported to the Board, in writing, within 30 days after the end of the quarter concerning the occurrence or the absence of the following:

(1) Any changes in the officers, directors, or key personnel of Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., Harrah's Shreveport/Bossier City Holding Company, LLC, Harrah's Shreveport Investment Company, LLC, Harrah's Shreveport Management Company, LLC, Harrah's New Orleans Management Company, Harrah's Shreveport/Bossier City Investment Company, LLC, and Harrah's Bossier City

Investment Company, LLC who are directly or indirectly engaged in the active administration or supervision of the gaming operations conducted at Harrah's Louisiana Downs and related facilities who earn \$75,000 or more annually.

(2) All gaming related complaints, investigations into alleged misconduct, orders to show cause, and disciplinary actions instituted by, presided over, or in connection with the Louisiana Racing Commission, the Louisiana Gaming Control Board, the Louisiana State Police or any gaming regulatory agency (collectively, the "Regulatory Agencies"), involving Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., Harrah's Shreveport/Bossier City Holding Company, LLC, Harrah's Shreveport Investment Company, LLC, Harrah's Shreveport Management Company, LLC, Harrah's New Orleans Management Company, Harrah's Shreveport/Bossier City Investment Company, LLC, and Harrah's Bossier City Investment Company, LLC, dba Harrah's Louisiana Downs, their officers, directors, owners, agents or employees.

(3) All known arrests made of any officer, director, owner, agent, employee or patron of Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., Harrah's Shreveport/Bossier City Holding Company, LLC, Harrah's Shreveport Investment Company, LLC, Harrah's Shreveport Management Company, LLC, Harrah's New Orleans Management Company, Harrah's Shreveport/Bossier City Investment Company, LLC, and Harrah's Bossier City Investment Company, LLC or Harrah's Louisiana Downs involving gaming misconduct or felony charges in the State of Louisiana. The report shall include the name, position, charge, arresting agency and a brief description of the event.

(4) Any known gaming cheating or theft wherein an arrest was not made.

(5) A copy of the application for licensure to conduct horse racing, and any exhibits or attachments thereto, as provided to any of the Regulatory Agencies.

b. That no agreements approved pursuant to NGC Regulation 26A shall be changed, altered, modified or amended without the prior administrative approval of the Chairman of the Board or his designee. If the Chairman of the Board or his designee determines that any proposed change, alteration, modification or amendment is substantial, then the approval of the Commission shall be required.

36. THAT Harrah's Entertainment, Inc., shall maintain its presently existing compliance system for the purpose of, at a minimum, performing due diligence, determining the suitability of relationships with other entities and individuals, and to review and ensure compliance by Harrah's Entertainment, Inc., its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act (the "Act"), as amended, the Commission's Regulations (the "Regulations"), as amended, and the laws and regulations of any other jurisdictions in which Harrah's Entertainment, Inc., its subsidiaries and any affiliated entities operate. The compliance system, any amendments thereto, and the members of the gaming compliance committee, one such member who shall be independent and knowledgeable in gaming regulations, shall be administratively reviewed and approved by the Chairman of the Board or his designee. Harrah's Entertainment, Inc., shall amend the compliance system, or any element thereof, and perform such duties as may be assigned by the Chairman of the Board or his designee related to a review of activities relevant to the continuing qualification of Harrah's Entertainment, Inc., and its subsidiaries under the provisions of the Act and Regulations.

37. THAT pursuant to NRS 463.625, Harrah's Entertainment, Inc., is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

38. THAT Harrah's Entertainment, Inc., is exempted from compliance with NGC Regulation 15 and shall instead comply with NGC Regulation 16.

39. THAT pursuant to NRS 463.625, Harrah's Operating Company, Inc., is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

40. THAT Harrah's Operating Company, Inc., is exempted from compliance with NGC Regulation 15 except for the provisions of NGC Regulations 15.585.4-1 and 15.585.7-6 and shall instead comply with NGC Regulation 16, except Harrah's Operating Company, Inc., is exempted, pursuant to NGC Regulation 16.450, from NGC Regulation 16.100(1) and (2); provided that, Harrah's Entertainment, Inc., shall not sell, assign, transfer, pledge or otherwise dispose of any equity securities of Harrah's Operating Company, Inc., without the prior approval of the Commission.

41. THAT Harrah's Entertainment, Inc., shall fund and maintain with the Board a revolving fund in the total amount of \$50,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of these Orders of Registration. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board or its staff in the surveillance, monitoring and investigative reviews of all activities of Harrah's Entertainment, Inc., its direct and indirect subsidiaries, and their affiliated entities.

42. THAT the Commission hereby expressly finds that the exemptions hereinabove granted are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

ENTERED in Carson City, Nevada, this 22nd day of December 2005.